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BURLINGTON NORTHERN INC.

RECORDATION NO. 6962-E Filed 1425

July 16, 1982

JUL 19 1982 -3 00 PM

INTERSTATE COMMERCE COMMISSION

No. **2-200A093**

Date. **JUL 19 1982**

Fee \$ **10.00**

CC Washington, D. C.

Ms. Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Burlington Northern Inc. Equipment Trust of 1973,
Series 1

Dear Secretary Mergenovich:

Enclosed for filing pursuant to Section 11303 of the Interstate Commerce Act, are three counterparts of a Supplemental Agreement dated July 1, 1982, supplementing the above-entitled Trust.

The Equipment Trust Agreement constituting the above Equipment Trust was recorded with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned recordation numbers as follows:

Burlington Northern Inc. Equipment Trust of 1973,
Series 1 recorded with the Interstate Commerce
Commission on March 19, 1973 - ICC Recordation No.
6962

A general description of the equipment covered by the enclosed Supplemental Agreement is as follows:

One (1) 100-ton, 2,200 cubic foot Double Hopper Car;
Portec, Inc., Rail Car Division, Builder; Road Number
953800.

The names and addresses of the parties to the Supplemental Agreement are as follows:

Citibank, N.A.
Corporate Trust Department
5 Hanover Square, 14th Floor
New York, NY 10043, Trustee

Burlington Northern Railroad Company
(formerly Burlington Northern Inc.)
176 E. Fifth Street
St. Paul, MN 55101

Counterpart 13 - S. P. R...

Letter to Ms. Mergenovich
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The \$10.00 fee for your services is included in the enclosed check for \$30.00 which covers recordation of three separate Supplemental Agreements.

Please stamp the enclosed copy of this letter and two counterparts of the Agreement with the recordation data of the Commission and return it to the bearer of this letter:

Mrs. Carolyn Kunkel
Kunkel Transportation Services Inc.
Pennsylvania Building, Suite 523
425 - 13th Street, N.W.
Washington, D.C. 20004

Very truly yours,



Anne van Heusden
Office Manager
Law
(206) 625-6769

Enclosures

sctd,3

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JUL 19 1982 3 00 PM
INTERSTATE COMMERCE COMMISSION

Executed in 7 Counterparts of
which this is Counterpart No. 4

BURLINGTON NORTHERN EQUIPMENT TRUST OF 1973, SERIES 1

Supplemental Agreement

AGREEMENT dated as of the 1st day of July, 1982, between CITIBANK, N.A., (as successor to Morgan Guaranty Trust Company of New York), a national banking association incorporated and existing under the laws of the United States of America, as Trustee (hereinafter called the "Trustee"), party of the first part, and BURLINGTON NORTHERN RAILROAD COMPANY (formerly Burlington Northern Inc.), a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part,

WHEREAS, by a certain Agreement dated as of April 1, 1973, executed by the Trustee and the Company, there was established "Burlington Northern Equipment Trust of 1973, Series 1"; and

WHEREAS, by the terms thereof, the Trustee did lease to the Company the railroad equipment described on Schedule A to said Agreement; and

WHEREAS, the parties desire to amend said Schedule A to add one (1) 100-ton, 2200 cubic foot Double Hopper Car;

NOW, THEREFORE, it is agreed:

1. That Schedule A of said Agreement be and is hereby amended to add one (1) 100-ton, 2200 cubic foot

Double Hopper Car bearing Burlington Northern Railroad Company road No. BN 953800, and the Company does hereby agree to accept delivery and possession of same thereunder.

2. Said car No. BN 953800 shall be deemed to be a portion of the Trust Equipment leased by the Trustee to the Company under said Agreement in all respects as if the same had been so delivered to the Company simultaneously with the execution and delivery of said Agreement, and shall be subject to all the terms and conditions of said Agreement.

3. It is understood and agreed that except as otherwise provided in said Agreement the title to and ownership of said car No. BN 953800 shall be reserved to and remain in the Trustee, notwithstanding the delivery of the same to and the possession and use thereof by the Company.

4. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Agreement or the due execution hereof by the Company or for or in respect of the correctness of the recitals of fact contained herein, which recitals are made by the Company.

5. This Supplemental Agreement may be executed simultaneously or from time to time, in several counterparts and each counterpart shall constitute a complete original instrument, and it shall not be necessary in making proof of this Supplemental Agreement or any counterpart hereof to produce or account for any of the other counterparts.

IN WITNESS WHEREOF, the Trustee and the Company,
pursuant to due corporate authority, have caused these
presents to be signed and their respective corporate names
and their respective corporate seals to be affixed hereto
and attested, as of the day and year first above written.

CITIBANK, N.A., as Trustee

By [Signature]
Senior Trust Officer

(SEAL)

ATTEST:

By [Signature]
Trust Officer

BURLINGTON NORTHERN RAILROAD COMPANY

By [Signature]
Vice President

(SEAL)

ATTEST:

[Signature]
Assistant Secretary

Approved as to form

[Signature]
Law Dept BNI

STATE OF WASHINGTON)
) SS
COUNTY OF KING)

On this 2th day of July, 1982, before me personally appeared J B Parrish to me personally known, who being by me duly sworn, says that he is a Vice President of Burlington Northern Railroad Company; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

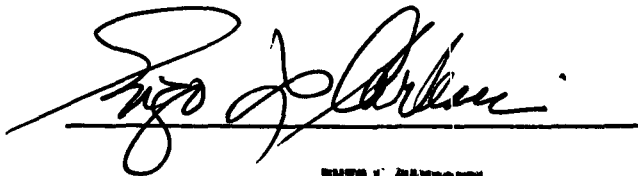
Ann L. van Housden

(SEAL)

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 15TH day of July, 1982, before me personally appeared RALPH E. JOHNSON to me personally known, who being by me duly sworn, says that he is Senior Trust Officer of Citibank, N.A.; that ^{ONE OF} the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)



ENZO L. GARBACCI
Notary Public, State of New York
No. 43-585595
Qualified in Richmond County
Cert. filed in New York County
Term expires March 30, 1984